

EXHIBIT C

November 09, 2012
 Inv # 1557014
 Our Ref # 062108-000100

Page 3

with Curtis' role as Debtors' conflicts counsel, including JP Morgan's objection to Debtors' motion to approve procedures for stay relief when senior lenders seek to foreclose on property in which Debtors assert or represent a junior security interest, the Committee's objection to the Debtors' motion to make payments to PWC and retain two law firms in connection with foreclosure review required by FRB Consent Order, the notice of order requiring arbitration in Ulbrich litigation, the committee reservation or rights with respect to Debtors' motion to pay expenses of independent directors and numerous other notices and orders (1.10)

09/19/12	MAC	Review recently filed RMBS and automatic stay pleadings in connection with Curtis' role as conflicts counsel to the Debtors (.90)	0.90
09/20/12	MG8	Review heavy docket activity in Debtors' Chapter 11 cases, including Citibank's objection to Wilmington Trust's motion to modify scheduling order for RMBS settlement, notice of adjournment of RMBS settlement hearing, motion to join motion for borrower's committee, Debtors' objections to Corla Jackson's motion and Matthew's motion for stay relief, and Debtors' opposition to Lewis' motion for summary judgment (1.70)	1.70
09/20/12	AD	Amend internal case calendar to reflect hearing dates and deadlines as set by the Court (.10)	0.10
09/20/12	JZ	Correspond with working group regarding calendar entries for upcoming deadlines (.10)	0.10
09/21/12	MG8	Review recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including correspondence to the court regarding FHFA discovery, attorney affidavits of disinterestedness, notices relating to de minimus sales, hearing notices, reply with respect to homeowners' committee motion and notice regarding supplemental exhibits for motion to compensate PWC for obligations under Consent Order (1.10)	1.10
09/21/12	MAC	Review automatic stay relief pleadings filed in Chapter 11 case in connection with Curtis' role as conflicts counsel to the Debtors (.80)	0.80
09/21/12	AD	Amend internal case calendar to reflect hearing dates and deadlines as set by the Court and confer with J. Zimmer regarding same (.30)	0.30
09/21/12	JZ	Confer with A. Dreiman regarding necessary calendar entries for upcoming hearing dates (.10)	0.10
09/24/12	MG8	Review docket activity throughout the day in connection with Curtis' role as Debtors' conflicts counsel, including numerous notices, proposed orders re: RMBS settlement, pleadings relating to stay relief, objection to cure amounts, declaration in support of additional	2.40

✓ 345

CURTIS
 Curtis, Mallet-Prevost, Colt & Mosie LLP
 ATTORNEYS AND COUNSELLORS AT LAW
 101 PARK AVENUE
 NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

November 09, 2012

Inv. # 1557020
 Our Ref. 062108-000700
 SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

09/06/12	MG8	Correspond with E. Richards of Morrison & Foerster regarding First Interim Fee Applications, review attached fee application template and follow-up with working group regarding preparation of Curtis' First Interim Fee Application (.40)	0.40	
09/06/12	JZ	Review template of First Interim Fee Application provided by Morrison & Foerster (.20)	0.20	
09/06/12	JZ	Confer with working group regarding issues related to July and August Fee Statement as well as First Interim Fee Application (.20)	0.20	✓ 345
09/07/12	JZ	Correspond with working group regarding issues related to finalizing July Monthly Fee Statement (.10)	0.10	✓ 345
09/11/12	AD	Revise and update the July 2012 Monthly Fee Statement and follow up with working group re: same (2.00)	2.00	
09/11/12	JZ	Confer and correspond with working group regarding finalizing July Monthly Fee Statement (.30)	0.30	✓ 345
09/11/12	JZ	Review and revise July Monthly Fee Statement (.30)	0.30	
09/12/12	AD	Update and revise July 2012 Monthly Fee Statement to reflect J. Zimmer and M. Gallagher's comments (2.50)	2.50	
09/12/12	JZ	Review and revise draft of July Monthly Fee Statement (1.30)	1.30	
09/12/12	JZ	Correspond with working group regarding comments to July Monthly Fee Statement (.10)	0.10	✓ 345
09/12/12	JZ	Confer and correspond with working group regarding issues related to finalizing July Monthly Fee Statement (.40)	0.40	✓ 345
09/13/12	AD	Further revise and update July 2012 Monthly Fee Statement per M. Gallagher's final comments and confer with J. Zimmer regarding same (1.50)	1.50	
09/13/12	JZ	Confer with A. Dreiman regarding preparation of July Monthly Fee Statement and issues regarding same	0.10	

November 09, 2012
 Inv # 1557020
 Our Ref # 062108-000700

Page 2

	(.10)		
09/14/12 JZ	Correspond with E. Richards regarding July Monthly Fee Statement (.20)	0.20	V 345
09/14/12 JZ	Correspond with working group regarding issues related to service of July Monthly Fee Statement (.20)	0.20	V
09/17/12 JZ	Confer with working group regarding preparation of August Monthly Fee Statement (.10)	0.10	V
09/19/12 JZ	Confer with working group regarding Issues related to preparation of August Monthly Fee Statement (.10)	0.10	V
09/20/12 JZ	Confer with working group regarding preparation of August Monthly Fee Statement (.20)	0.20	V
09/21/12 JZ	Confer and correspond with working group regarding issues related to preparation of August Monthly Fee Statement (.10)	0.10	V
09/22/12 MGB	Correspond with D. McFadden of Residential Capital regarding Monthly Fee Statements and status of retainer (.20)	0.20	
09/24/12 JZ	Attend to issues related to preparation of August Monthly Fee Statement (.10)	0.10	
09/25/12 SJR	Attend to review of August Fee Statement for Curtis and comment on same (.40)	0.40	
09/25/12 MGB	Review and revise August Monthly Fee Statement (.60)	0.60	
09/25/12 JZ	Confer with working group regarding issues related to August Monthly Fee Statement (.10)	0.10	V 345
09/26/12 AD	Prepare and revise the Monthly Fee Statement Charts for August 1, 2012 through and including August 31, 2012 and follow up with working group regarding same (1.00)	1.00	V 230
09/26/12 JZ	Follow up with working group regarding issues related to preparation of August Monthly Fee Statement (.10)	0.10	V 345
09/27/12 AD	Update paralegal rate increases on the "Request to Modify Timekeeper Billing Rates" document (.10)	0.10	
TOTAL HOURS		12.90	

CURTIS

Curtis, Mallet-Prevost, Colt & Mosie LLP

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101 PARK AVENUE
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1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 21, 2012

Inv. # 1560661
Our Ref. 062108-000210
SJR

Attention: Residential Capital, LLC

Re: Asset Analysis, Sales and Recoveries

10/01/12	SJR	Review Freddie Mac's Objection to pleadings regarding assignment of contract for conflicts purposes and follow up regarding same (.70)	0.70
10/01/12	MG8	Review objection of Fannie Mae to Debtors' notice of intent to assume or assign certain executory contracts and related cure amounts in connection with Sale Motion for conflicts purposes (.70)	0.70
10/01/12	MG8	Review FHLMC (Freddie Mac) objection to proposed assumption and assignment of executory contracts for conflicts purposes (.50)	0.50
10/04/12	SJR	Review research regarding partial assignment and assumption of servicing contracts related to mortgages under 365 of the Bankruptcy Code in connection with CitiMortgage's Objection (3.40)	3.40
10/04/12	SJR	Review Residential Capital's proposals to assume and assign certain executory contracts and cure amounts, as well as Objections filed in connection with same (1.70)	1.70
10/04/12	TPS	Begin reviewing objections to sale motion (.50)	0.50
10/04/12	MG8	Confer with P. Buenger regarding research issues related to CitiMortgage Objection to Sale Motion and American Home Mortgage decision (.30)	0.30
10/04/12	MG8	Review CitiMortgage objection to assumption and assignment, as well as cure amounts in connection with Sale Motion, per email from L. Marinuzzi (.50)	0.50
10/04/12	MG8	Correspond with S. Reisman regarding project relating to executory contracts raised by CitiMortgage objection to Sale Motion and other objections for conflicts parties (.30)	0.30
10/04/12	MG8	Confer with working group regarding executory contract research and attend to related follow up for conflicts purposes (.50)	0.50
10/04/12	MG8	Review American Home Mortgage decisions and prior	1.20

December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 2

research on severability issue (1.20)

10/04/12	MG8	Confer with working group regarding research on executory contract issue relating to Sale Motion and related follow-up (.40)	0.40	✓
10/04/12	PJB2	Confer with M. Gallagher re: objections to the notice of assumption and cure amounts of executory contracts of Debtors' assets by parties-in-interest with conflicts by the Debtors' main counsel (.30)	0.30	
10/04/12	PJB2	Review Debtors' proposals to assume and assign executory contracts and cure amounts and various objections filed against same for conflicts purposes, including objections filed on behalf of CitiMortgage and Fannie Mae for conflicts purposes (3.30)	3.30	
10/04/12	PJB2	Meet with H. Hiznay to discuss status of case and objections and research re: assignment and assumption of executory contracts piecemeal (.40)	0.40	
10/04/12	PJB2	Research partial assignment and assumption of servicing contracts relating to mortgages under section 365 of the Bankruptcy Code (2.80)	2.80	
10/04/12	HH	Confer with P. Buenger re: research project re: severability of contract provisions, particularly in context of assumption/rejection (.40)	0.40	
10/04/12	HH	Research severability of contracts in the context of bankruptcy, in particular the rejection/assumption context, in connection with objection to sale notice for conflicts purposes (4.10)	4.10	
10/05/12	SJR	Review documentation regarding CitiMortgage's Objection and attend to issues related to same (1.10)	1.10	
10/05/12	SJR	Review correspondence of Curtis to Morrison & Foerster regarding CitiMortgage's Objection and strategy regarding same (.90)	0.90	
10/05/12	MG8	Correspond with Curtis team regarding scope and direction of research on executory contract issues in connection with, inter alia, CitiMortgage objection (.60)	0.60	✓
10/05/12	MG8	Correspond with L. Marinuzzi regarding executory contract research in connection with, inter alia, CitiMortgage objection for conflicts purposes (.40)	0.40	
10/05/12	PJB2	Confer with H. Hiznay re: research on whether an executory contract can be severed into more than one underlying contract for purposes of assumption and assignment under section 365 of the Bankruptcy Code for conflicts purposes (.60)	0.60	
10/05/12	PJB2	Review pre-auction objections of the RMBS Trustee to the Debtors' sale motion with respect to interrelated	1.30	

December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 4

10/07/12	SJR	Review research under 363 and 365 of the Bankruptcy Code in connection with Objections made by conflicts parties (1.20)	1.20
10/07/12	MG8	Review summary of AMH decision circulated by Curtis team, as well as reports of updated research on executory contract issues (.60)	0.60
10/07/12	MG8	Correspond with Curtis team in connection with research under sections 363 and 365 of the Bankruptcy Code in connection with the Sale motion and certain objections made by conflict parties (.70)	0.70
10/07/12	MG8	Review draft memo on severability or executory contracts circulated by H. Hiznay and D. Mize and confer with Curtis team regarding same (.70)	0.70
10/07/12	MG8	Research precedent citing American Home Mortgage and review certain pleadings and orders in analogous cases for arguments and dispositions, including pleadings, documents and orders in the Capmark case in connection with certain objections to sale of Debtors' servicing platform (2.20)	2.20
10/07/12	JDM	Research discussions by bankruptcy courts related to the partial assumption of contracts under section 365 (3.80)	3.80
10/07/12	JDM	Confer and correspond with H. Hiznay regarding discussions by bankruptcy courts related to the partial assumption of contracts under section 365 (.60)	0.60
10/07/12	HH	Finalize memo prepared in conjunction with D. Mize re: severability of contracts in bankruptcy for conflicts purposes and confer with D. Mize regarding same (1.80)	1.80
10/07/12	HH	Prepare analysis of DB Structured Products, Inc. v. American Home Mortgage Holdings, Inc. per M. Gallagher's request, in connection with responses to objections to sale motion for conflicts purposes (2.10)	2.10
10/07/12	HH	Review dockets in Chapter 11 cases, such as Chrysler, GM, Lehman, and Capmark, for pleadings related to assumption and assignment of mortgage servicing contracts, to be used in connection with the objections to sale motion for conflicts purposes (4.60)	4.60
10/08/12	SJR	Attend to issues regarding 363 and 365 of the Bankruptcy Code in responding to Objections and analysis of issues regarding assumption and assignment of executory contracts whereby Debtors severed Certain Obligations related to same (4.40)	4.40
10/08/12	MG8	Meet with working group to review research conducted over weekend on issues relating to sale objections for	0.50

December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 5

	conflicts purposes (.50)	
10/08/12 MG8	Meet with working group to discuss research results and additional research needed for various aspects of Sale Motion (.70)	0.70 ✓
10/08/12 MG8	Meet with P. Buenger regarding the review of sale orders and related asset purchase agreements for sales conducted pursuant to section 363 in connection with proposed sale of servicing platform (.30)	0.30
10/08/12 MG8	Participate in conference call with Curtis team and J. Marines of Morrison & Foerster regarding research and related issues for Debtors' Reply to RMBS pre-auction objections for conflicts purposes (.40)	0.40 ✓
10/08/12 PJB2	Review numerous Chapter 11 case dockets re: research for orders and/or motions under sections 363 and 365 of the Bankruptcy Code containing provisions whereby debtor's severed underlying obligations or contracts within assumption and assignment of executory contracts, including underlying decisions by respective bankruptcy courts and memoranda in support of motions for same for conflicts purposes (9.30)	9.30
10/08/12 PJB2	Participate in multiple discussions throughout the day with H. Hiznay re: review of numerous dockets containing orders and/or motions under sections 363 and 365 of the Bankruptcy Code (.60)	0.60
10/08/12 PJB2	Confer with M. Gallagher re: research of Chapter 11 dockets for orders and/or motions under sections 363 and 365 of the Bankruptcy Code containing provisions whereby debtor's severed underlying obligations or contracts within assumption and assignment of executory contracts (.30)	0.30
10/08/12 JDM	Confer with H. Hiznay regarding discussions by bankruptcy courts related to the partial assumption of contracts under section 365 and follow up regarding same for conflicts purposes (.60)	0.60
10/08/12 JDM	Conduct research regarding severability under New York law for conflicts purposes (4.20)	4.20
10/08/12 HH	Confer with P. Buenger throughout the day re: status of project re: reviewing dockets in large Chapter 11 cases for possible arguments to be used in connection with the objections to sale motion (.60)	0.60
10/08/12 HH	Confer with D. Mize to discuss status of research re: severing contractual obligations in connection with a 363 sale or 365 assumption rejection (.40)	0.40
10/08/12 HH	Draft email to Curtis team re: ground covered in reviewing various dockets in large Chapter 11 cases for	0.40

December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 8

10/10/12	PJB2	Meet with M. Gallagher to discuss outlining reply to objection by CitiMortgage to Debtors' proposals to assume and assign executory contracts and assign cure amounts related thereto (.20)	0.20
10/10/12	JDM	Attend to review of Citibank objection to notice of sale for conflicts purposes (1.30)	1.30
10/10/12	HH	Review correspondence re: research project re: sale of mortgage servicing agreements for conflicts purposes (.20)	0.20
10/10/12	HH	Review issues and documentation in connection with sale of mortgage servicing agreements and follow up with M. Gallagher re: same (.40)	0.40
10/11/12	SJR	Review RMBS Trustee's Objection and CitiMortgage's Objection to assumption and assignment and analyze issues related to same (2.20)	2.20
10/11/12	MG8	Meet with Curtis team to discuss executory contract issues for research in connection with addressing issues common to RMBS Trustee's objections and CitiMortgage's objection to assumption and assignment (.70)	0.70
10/11/12	MG8	Research executory contract issues relating to indemnification obligations under servicing agreements in connection with addressing certain objections to the Sale Motion (3.70)	3.70
10/11/12	MG8	Participate in conference call with L. Marinuzzi, A. Barrage, and J. Marines to discuss certain executory contract issues common to CitiMortgage objection and RMBS Trustee's pre-auction objections for conflicts purposes (.60)	0.60
10/11/12	MG8	Confer with working group regarding research on executory contract issues (.20)	0.20
10/11/12	EC	Attend meeting with working group regarding research on indemnification obligation for successors in interest in assigned contracts under section 365 (.20)	0.20
10/11/12	PJB2	Further review various pleadings filed re: proposed sale and assumption/assignment of executory contracts in relation to objection by CitiMortgage to Debtors' proposals to assume and assign executory contracts and assign cure amounts related thereto (1.40)	1.40
10/11/12	PJB2	Conduct research re: prior bankruptcy section 363 sales involving assumption and assignment of underlying contracts under section 365 and the treatment of indemnification clauses within the executory contracts and cure amounts arising from same (3.40)	3.40

✓
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10/11/12	PJB2	Meet with working group to discuss next steps and further research re: various objections to Debtors' proposed sale order and proposals to assume/assign executory contracts for conflicts purposes (.80)	0.80	✓
10/11/12	PJB2	Collaborate with working group on compiling case law re: objection by CitiMortgage to Debtors' proposals to assume and assign executory contracts and assign cure amounts related thereto (.30)	0.30	✓
10/11/12	PJB2	Research section 365(f) and anti-assignability clauses to prepare for reply to objection by CitiMortgage to Debtors' proposals to assume and assign executory contracts and assign cure amounts related thereto (1.80)	1.80	
10/11/12	PJB2	Confer with working group re: research of prior bankruptcy section 363 sales involving assumption and assignment of underlying contracts under section 365 and the treatment of indemnification clauses within the executory contracts and cure amounts arising from same (.20)	0.20	✓
10/11/12	JDM	Attend meeting with working group regarding whether indemnity liability may be distinguished based on actions before the sale and after the sale and follow up regarding same for conflicts purposes (.80)	0.80	✓
10/11/12	JDM	Research whether indemnity liability may be distinguished based on actions before the sale and after the sale (2.20)	2.20	
10/11/12	HH	Meet with working group re: ongoing research project re: review of dockets for precedent relating to sale of mortgage servicing agreements (.80)	0.80	✓
10/11/12	HH	Conduct research re: ongoing research project re: review of dockets for precedent relating to sale of mortgage servicing agreements for conflicts purposes (1.30)	1.30	
10/12/12	SJR	Review RMBS Trustee's Response in Support of Pre-Auction Objections where Curtis is acting as Conflicts Counsel (1.30)	1.30	
10/12/12	SJR	Review research on Residential Capital's indemnity issue in connection with sale transaction and supporting law for issues where there is the ability to bifurcate an indemnification obligation with respect to an assumed and assigned contract (2.30)	2.30	
10/12/12	SJR	Review final e-mail to Morrison & Foerster regarding research on bifurcation of indemnification obligations with respect to an assumed and assigned contract prior to the closing of 363 sale (.80)	0.80	

December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 10

10/12/12 MG8	Research executory contract precedent relating to indemnification and contingent liabilities in connection with pre-auction objections and objection to assumption, assignment and cure amounts for conflicts purposes (4.30)	4.30
10/12/12 MG8	Meet with Curtis team to review progress of research on executory contract issues, next steps and coordination with Morrison & Foerster (.50)	0.50
10/12/12 MG8	Review AMBAC objections and RMBS Trustee's reply in connection with pre-auction objections for purposes of focusing executory contract research (.50)	0.50
10/12/12 EC	Meet with working group to discuss research relating to indemnity obligation under an assumed contract (.50)	0.50
10/12/12 EC	Perform legal research relating to accrual of indemnity claims and whether debtor may retain indemnity claims for pre-closing conduct when assigning an assumed executory contract (7.30)	7.30
10/12/12 PJB2	Research pre- and post-closing obligations under executory contracts being assumed and assigned within a 363 sale by purchaser or debtor with review of various case law and dockets re: same and confer with working group throughout the day re: same for conflicts purposes (8.30)	8.30
10/12/12 PJB2	Correspond with working group re: research on pre- and post-closing obligations under executory contracts being assumed and assigned within a 363 sale by purchaser or debtor (.30)	0.30
10/12/12 PJB2	Meet with working group to discuss research re: assumption and assignment of only post-closing obligations under executory contract within context of a 363 bankruptcy sale for conflicts purposes (.50)	0.50
10/12/12 PJB2	Review Response of RMBS Trustees in Support of their Pre-Auction Objections to the Debtors' Sale Motion (.70)	0.70
10/12/12 PJB2	Confer with working group re: pre- and post-closing obligations under executory contracts being assumed and assigned within a 363 sale by purchaser or debtor (.50)	0.50
10/12/12 HH	Attend to extensive internal correspondences throughout the day re: review of dockets and related research re: precedent for sale of mortgage servicing contracts, in connection with Residential Capital's proposed sale to Nationstar (.90)	0.90
10/12/12 HH	Continue extensive research in connection with precedent for sale of mortgage servicing contracts, in	3.20

December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 11

	connection with Residential Capital's proposed sale to Nationstar for conflicts purposes (3.20)		
10/12/12 HH	Meet with working group re: precedent for sale of mortgage servicing contracts, in connection with Residential Capital's proposed sale to Nationstar (.50)	0.50	✓
10/12/12 HH	Draft email to T. Foudy and M. Gallagher re: results of research re: Capmark (.90)	0.90	
10/13/12 MG8	Research bankruptcy dockets for mortgage-related companies and relevant pleadings, documents and orders for precedent on treatment assigned contracts and related issues for conflicts purposes (9.50)	9.50	
10/13/12 MG8	Correspond with Curtis team regarding research in bankruptcy case dockets for precedent regarding issues relating to assignment of contracts in sales of mortgage servicing businesses and related matters for conflicts purposes (.80)	0.80	✓
10/13/12 PJB2	Correspond with working group re: further research and review various bankruptcy dockets and underlying pleadings where debtor assumed and assigned executory contracts and purchaser only assumes post-closing obligations arising under same (.40)	0.40	✓
10/13/12 PJB2	Continue research and review of various bankruptcy dockets and underlying pleadings where debtor/s assumed and assigned executory contracts and purchaser only assumes post-closing obligations arising under same and draft summaries of same for conflicts purposes (6.90)	6.90	
10/13/12 HH	Review docket of bankruptcy cases where debtor assumed and assigned executory contracts and purchaser only assumes post-closing obligations arising under same (10.20)	10.20	
10/14/12 MG8	Review transcripts for hearings, objections and Debtors' omnibus reply to objections to sale of servicing business in American Home Mortgage bankruptcy case for precedent on certain contract matters (3.60)	3.60	
10/14/12 MG8	Attend to review and comments on analysis of pleadings, orders, transcripts and related documents circulated by H. Hiznay and P. Buenger regarding precedent for assignment of agreements in servicing business sales (1.20)	1.20	
10/14/12 PJB2	Correspond with working group re: further research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities (.30)	0.30	✓
10/14/12 PJB2	Research bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not	8.30	

December 21, 2012
Inv # 1560661
Our Ref # 062108-000210

Page 12

assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same (8.30)

10/14/12 PJB2	Follow-up with working group re: research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same, including additional review of pleadings reflecting issues raised in Residential Capital matter for conflicts purposes (.80)	0.80	✓
10/14/12 HH	Attend to docket review of bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities (3.20)	3.20	
10/15/12 SJR	Review documentation in connection with RMBS and CitiMortgage's Objections to sale and follow up regarding Curtis addressing conflict matters and issues regarding same (2.20)	2.20	
10/15/12 MG8	Correspond with counsel to CPN and local counsel to Residential Capital regarding resolution of CPN request to resolve dispute through purchase of REO parcel for conflicts purposes (.30)	0.30	
10/15/12 MG8	Continue to review research in connection with RMBS pre-auction objections and CitiMortgage's objection to sale research on docket searches for treatment of indemnification obligations and related materials and correspond with Curtis team regarding same (3.70)	3.70	
10/15/12 EC	Perform legal research relating to accrual of indemnification claims under executory agreements and liability of debtor for pre-petition indemnifiable acts where obligation accrues through assertion of a claim after petition or confirmation of plan by bankruptcy court (4.90)	4.90	
10/15/12 EC	Prepare memorandum describing when contractual indemnity obligation is deemed to arise for a debtor in the context of bankruptcy (1.40)	1.40	
10/15/12 PJB2	Research bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same (3.80)	3.80	
10/15/12 PJB2	Meet with working group to discuss update on research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same (.20)	0.20	✓

10/16/12	SJR	Review research on assumed and assigned executory contracts and separation of liabilities and obligations where Curtis is acting as Conflicts Counsel (2.10)	2.10
10/16/12	MG8	Review research in indemnification liability relating to assumed contracts and confer with working group regarding same (.40)	0.40
10/16/12	EC	Prepare memorandum discussing accrual and timing of indemnity claims in bankruptcy for determination of whether contractual indemnity claims arising from an assigned contract are a claim against bankruptcy estate for conflicts purposes (7.90)	7.90
10/16/12	EC	Confer with working group regarding when indemnity claims arise against bankruptcy estate and relevancy of accrual of claims for determining timing of indemnity claims for preparation of memorandum (.20)	0.20
10/16/12	PJB2	Review non-mortgage related bankruptcy dockets and underlying pleadings, motions, orders and transcripts re: research on previous cases where executory contracts were assumed and assigned but purchaser did not assume all pre-closing obligations under the respective executory contracts for conflicts purposes (6.60)	6.60
10/16/12	HH	Research additional instances where issues similar to those in Residential Capital may have occurred (.40)	0.40
10/17/12	PJB2	Finish reviewing non-mortgage related bankruptcy dockets and underlying pleadings, motions, orders and transcripts re: research on previous cases where executory contracts were assumed and assigned but purchaser did not assume all pre-closing obligations under the respective executory contracts for conflicts purposes (3.60)	3.60
10/17/12	PJB2	Review various pleadings filed by conflicts parties for hearing on pre-auction objections and prepare for hearing on same (1.30)	1.30
10/17/12	PJB2	Meet with working group to discuss next steps in ongoing research re: assumption and assignment of executory contracts and preparation for upcoming hearing on pre-auction objections (.30)	0.30
10/18/12	PJB2	Correspond and confer with working group re: stipulation and order to be filed in Debtors v. Allstate et al. adversary proceeding and review docket re: same for conflicts purposes (.40)	0.40
10/22/12	SJR	Attend to preparation for auction of substantially all of Debtors' assets regarding conflicts issues related to same, as well as objections to sale of contracts (2.20)	2.20

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December 21, 2012
 Inv # 1560661
 Our Ref # 062108-000210

Page 14

10/22/12	MG8	Correspond with K. Piper of Calpine, J. Lowenthal, counsel to First American, and Harold Jones, litigation counsel to GMAC, regarding resolution to Calpine dispute involving transfer of certain parcel of REO to Calpine (.30)	0.30
10/22/12	PJB2	Review underlying documents and pleadings for preparation for upcoming auction of substantially all of Debtors' assets and additional potential bidders for conflicts purposes, including additional review of various documents for ongoing objections to sale motion and order for conflicts purposes (2.30)	2.30
10/22/12	PJB2	Meet with working group to discuss preparation for upcoming auction of substantially all of Debtors' assets and additional potential bidders for conflicts purposes (.20)	0.20
10/23/12	MG8	Update Curtis team on status of auctions for potential conflicts purposes (.30)	0.30
10/23/12	MG8	Participate in conference call with K. Piper and H. Jones regarding resolution to Calpine dispute with GMAC over REO property pursuant to which Calpine will purchase the REO property (.60)	0.60
10/23/12	MG8	Review draft settlement document prepared by Calpine, the Non-GSA servicing order and the Supplemental Servicing Order to confirm that proposed transfer of REO falls within those orders (.80)	0.80
10/25/12	MG8	Correspond with H. Jones, counsel to GMAC, in Calpine REO matter for conflicts purposes (.20)	0.20
10/25/12	MG8	Participate in telephone conference with N. Rosenbaum of Morrison & Foerster regarding issue relating to title company involved in proposed resolution of dispute with Calpine involving purchase of REO property by Calpine (.20)	0.20
10/30/12	MG8	Review Objection of CitiMortgage to Debtors' proposed sale of servicing platform (.50)	0.50
10/31/12	SJR	Attend to matters regarding Residential Capital's sale and strategy with respect to resolving Objection to same (.70)	0.70
10/31/12	MG8	Participate in conference call with Morrison & Foerster to review strategy for objections to sales and related follow up (1.40)	1.40
10/31/12	BMK	Compare executory contracts listed in CitiMortgage's Sale Objection with those referenced on the Debtors' Schedules (1.20)	1.20
10/31/12	BMK	Draft e-mail detailing the comparison of CitiMortgage	0.30



Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW
 101 PARK AVENUE
 NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

December 21, 2012

Inv. # 1560666
 Our Ref. 062108-000400
 SJR

Attention: Residential Capital, LLC

Re: General Litigation Matters

10/04/12	SJR	Follow up regarding Cure Objections and Curtis' handling of same same in connection with CitiMortgage's Objection and other related matters (1.70)	1.70
10/04/12	TF1	Participate in conference call with Morrison & Foerster to discuss conflicts assignment vis-a-vis cure and assignment objections related to Sale Motion (.20)	0.20
10/04/12	TF1	Attend to matters concerning legal research needed for conflicts assignment and confer with working group regarding same (1.20)	1.20
10/04/12	TF1	Review and take notes on Citigroup objection to cure and assignment in connection with Sale Motion (1.10)	1.10
10/05/12	SJR	Attend to issues regarding objections to cure amounts and assumption and assignment of contracts in the Residential Capital case on matters where Curtis is acting as Conflicts Counsel and review underlying documentation related to same (3.30)	3.30
10/05/12	TPS	Conduct research in support of opposition to CitiMortgage's cure objection on sales motion (.70)	0.70
10/05/12	TF1	Follow-up on staffing and assignments regarding research for conflicts project regarding objections to cure amounts and assumption/assignments (.50)	0.50
10/08/12	TF1	Confer with working group regarding research in regards to objections to assumption/assignments and cure amounts (2.30)	2.30
10/08/12	TF1	Confer with Morrison & Foerster's J. Marines on status of obligations to be assumed by Nationstar (.30)	0.30
10/08/12	TF1	Review and take notes on materials relevant to assumption/assignment and cure amount objections, including objections by Citigroup, Fannie, RMBS Trustees, and Sale Procedures Order (4.70)	4.70
10/09/12	SJR	Review materials regarding assumption/assignment and cure amount objections whereby Curtis is acting as	2.70

✓

December 21, 2012
 Inv # 1560666
 Our Ref # 062108-000400

Page 2

Conflicts Counsel in connection with same related to
 CitiMortgage and RMBS (2.70)

10/09/12	TF1	Attend to matters concerning preparation for responses to objections assignment/assumption and cure amounts for conflict parties, including communications with Morrison & Foerster regarding coordination and negotiation with Nationstar on issues pertinent to objections and follow-up on research, continued review and note-taking on pertinent orders and pleadings (1.80)	1.80
10/10/12	TF1	Attend omnibus hearing, including pre-trial conference on Trustees' pre-auction objections that mirror assignment/assumption and cure objections raised by conflicts parties (1.50)	1.50
10/10/12	TF1	Review agenda and debtors' reply to pre-auction objections in connection with hearing and conference on Trustee's pre-auction objections to Sale Motion (.50)	0.50
10/11/12	TF1	Participate in conference call with Morrison & Foerster on assumption/assignment and cure objections by conflicts parties (.30)	0.30
10/11/12	TF1	Confer with working group to discuss research needed in connection with same (.80)	0.80
10/11/12	TF1	Briefly review CitiMortgage agreements received from Morrison & Foerster (.40)	0.40
10/11/12	TF1	Review research results (1.00)	1.00
10/12/12	TF1	Review proposed stipulation further extending stay as to conflicts parties and research related background information on conflicts parties and suits sought to be stayed (1.20)	1.20
10/12/12	TF1	Review RMBS Trustees reply concerning pre-auction objections because it raises similar issues as conflicts parties in objecting to assignment/assumption (.50)	0.50
10/12/12	TF1	Meet with Curtis team to discuss research for responding to conflicts parties' objections to assignment/assumptions (.50)	0.50
10/12/12	TF1	Review underlying pleadings in key cases that raised similar issues to those raised by conflicts parties' objections to assignment/assumption and draft summaries regarding same for Morrison & Foerster in handling similar issues raised by other parties (4.50)	4.50
10/13/12	TF1	Continue reviewing research results and underlying pleadings on issues raised by conflicts parties in objections to assumption/assignment and draft summaries of same for Morrison & Foerster (1.50)	1.50

December 21, 2012
 Inv # 1560666
 Our Ref # 062108-000400

Page 3

10/14/12	TF1	Continue reviewing research results and underlying pleadings on issues raised by conflicts parties in objections to assumption/assignment and draft summaries of same for Morrison & Foerster (1.30)	1.30
10/15/12	TF1	Review pleadings in other cases uncovered by researchers relevant to assignment/assumption objections made by conflicts parties and draft summaries of same for Morrison & Foerster for similar issues raised by other parties (6.50)	6.50
10/15/12	TF1	Confer with working group on results of research (.30)	0.30 ✓
10/16/12	TF1	Review and send comments to latest draft stipulation regarding extension of automatic stay and review Judge's ruling on FHFA discovery request in connection therewith (1.00)	1.00
10/16/12	TF1	Review unreported pleadings found by researchers relevant to issues raised by conflicts parties about indemnification obligations in objections to assumption/assignment of servicing rights (1.40)	1.40
10/16/12	TF1	Confer with working group re: legal research in connection with assumption/assignment of indemnification obligations (.20)	0.20 ✓
10/16/12	TF1	Review E. Combs' memo on assumption/assignment of indemnification obligations and exchange emails with working group re: same (.40)	0.40
10/17/12	TF1	Attend hearing on RMBS pre-auction objections in light of Citigroup filing in relation to same (.80)	0.80
10/17/12	TF1	Prepare for hearing on RMBS pre-auction objections by reviewing agenda and filings in light of Citigroup filing in relation to same (.70)	0.70
10/17/12	TF1	Review and edit stipulation on extending stay to January 2013 for conflicts purposes (.30)	0.30
10/17/12	TF1	Review and edit John Hancock's stipulation on extending stay (.40)	0.40
10/17/12	TF1	Correspond with Morrison & Foerster on progress of negotiations regarding consensual extension of stay for conflicts purposes (.20)	0.20
10/17/12	TF1	In light of naming additional conflicts parties, review and edit amended complaint to extend stay and renewed motion to extend stay (2.70)	2.70
10/17/12	MG8	Prepare for and attend hearing on RMBS Trustee's pre-auction objections to the Debtors' proposed sale of the servicing platform, the debtors' KEIP program and the Debtors' motion to amend the Barclays' DIP facility	1.20

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 21, 2012

Inv. # 1560669
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

10/02/12	AD	Update August 2012 Monthly Fee Statement Cover Memo and follow up with J. Zimmer regarding same (.20)	0.20	
10/02/12	JZ	Confer with A. Dreiman regarding preparation of August Fee Statement (.20)	0.20	
10/03/12	AD	Prepare Request to Modify Timekeeper Billing Rates per client instructions and retention order (.10)	0.10	
10/03/12	JZ	Review and revise draft of First Interim Fee Application (1.00)	1.00	
10/03/12	JZ	Confer and correspond with working group regarding preparation of August Fee Statement (.10)	0.10	✓
10/03/12	JZ	Revise August Fee Statement (.40)	0.40	
10/04/12	AD	Begin preparing the Detail of Disbursement and Other Charges chart for the First Interim Fee Period (1.00)	1.00	
10/05/12	JZ	Confer with working group regarding issues related to preparation of August Fee Statement (.10)	0.10	✓
10/05/12	JZ	Revise draft of First Interim Fee Application (.80)	0.80	
10/08/12	JZ	Confer and correspond with working group regarding issues related to preparation of August Fee Statement and First Interim Fee Application (.20)	0.20	✓
10/08/12	JZ	Review and further revise draft of First Interim Fee Application (1.20)	1.20	
10/09/12	JZ	Review and further revise draft First Interim Fee Application (.40)	0.40	
10/09/12	JZ	Confer and correspond with working group regarding preparation of August Fee Statement and First Interim Fee Application (.20)	0.20	✓
10/11/12	JZ	Confer and correspond with working group regarding preparation of August Fee Statement and First Interim Fee Application (.10)	0.10	✓

10/15/12	MG8	Review and revise monthly fee statement for August per the Interim Fee Order in connection with Curtis' engagement as Debtors' conflicts counsel (.60)	0.60
10/15/12	AD	Update August 2012 Monthly Fee Statement charts and cover letter per J. Zimmer and M. Gallagher's requests and follow up with J. Zimmer re: same (1.00)	1.00
10/15/12	JZ	Review and revise draft August Fee Statement (.30)	0.30
10/15/12	JZ	Confer and correspond with A. Dreiman regarding requirements for and preparation of First Interim Fee Application and August Fee Statement (.20)	0.20
10/16/12	SJR	Review and revise Curtis' First Interim Fee Application (1.10)	1.10
10/16/12	MG8	Review and revise draft of First Interim Fee Application (1.70)	1.70
10/16/12	AD	In connection with preparation of the First Interim Fee Application, update August 2012 Monthly Fee Statement tables and charts per M. Gallagher and J. Zimmer's comments and follow up with J. Zimmer regarding same (2.50)	2.50
10/16/12	AD	Begin preparing First Interim Fee Application tables and Charts per J. Zimmer's request and follow up with J. Zimmer regarding same (4.30)	4.30
10/16/12	JZ	Confer and correspond with A. Dreiman regarding finalization and submission of August Fee Statement (.10)	0.10
10/16/12	JZ	Review and revise draft of First Interim Fee Application (.90)	0.90
10/16/12	JZ	Confer and correspond with working group regarding preparation of First Interim Fee Application (.30)	0.30
10/16/12	JZ	Confer and correspond with A. Dreiman regarding preparation of First Interim Fee Application (.30)	0.30
10/17/12	MG8	Attend to further review and comment on Curtis' First Interim Fee Application and related follow up with Curtis team (1.30)	1.30
10/17/12	AD	Continue preparing the tables and charts to be included in the First Interim Fee Application and follow up with J. Zimmer regarding same (3.80)	3.80
10/17/12	AD	Update August 2012 Monthly Fee Statement per M. Gallagher's request to aid in preparation of First Interim Fee Application and follow up with J. Zimmer regarding same (3.00)	3.00

✓

December 21, 2012
Inv # 1560669
Our Ref # 062108-000700

Page 3

10/17/12 JZ	Confer and correspond with working group regarding revisions to First Interim Fee Application (.50)	0.50
10/17/12 JZ	Review and revise draft of First Interim Fee Application (1.40)	1.40
10/17/12 JZ	Review M. Gallagher's comments to First Interim Fee Application (.40)	0.40
10/18/12 MG8	Attend to review and revisions of Curtis' First Interim Fee Application and numerous communications with J. Zimmer and A. Dreiman regarding the same (1.30)	1.30
10/18/12 MG8	Participate in numerous communications with E. Richards of Morrison & Foerster regarding First Interim Fee Application requirements and related dates (.30)	0.30
10/18/12 AD	Review and revise the tables and charts to be included in the First Interim Fee Application and follow up regarding same with M. Gallagher and J. Zimmer (3.00)	3.00
10/18/12 JZ	Review and revise draft of First Interim Fee Application (.50)	0.50
10/18/12 JZ	Confer and correspond with M. Gallagher regarding issues related to preparation of First Interim Fee Application (.60)	0.60
10/18/12 JZ	Confer and correspond with A. Dreiman regarding issues related to preparation of First Interim Fee Application (.40)	0.40
10/19/12 SJR	Review, comment and sign-off on First Interim Fee Application filed by Curtis in the Residential Capital cases and coordinate with the Curtis team on matters regarding filing and service of same (1.60)	1.60
10/19/12 MG8	Attend to review, finalization and filing of Curtis' First Interim Fee Application (1.10)	1.10
10/19/12 AD	Prepare letter of transmittal to Judge Glenn and affidavit of service regarding First Interim Fee Application (.50)	0.50
10/19/12 AD	File the First Interim Fee Application in the Southern District of New York Bankruptcy Court (.50)	0.50
10/19/12 AD	Attend to the transmission of the First Interim Fee Application to parties of notice (1.00)	1.00
10/19/12 JZ	Review and finalize First Interim Fee Application (.20)	0.20
10/19/12 JZ	Attend to issues related to filing of First Interim Fee Application (.40)	0.40
10/19/12 JZ	Confer and correspond with working group regarding	0.40 ✓

December 21, 2012
 Inv # 1560669
 Our Ref # 062108-000700

Page 4

	issues related to finalizing First Interim Fee Application (.40)	
10/22/12 AD	Attend to transmission of Letter to Judge Glenn re: First Interim Fee Application (.50)	0.50
10/22/12 AD	File the Affidavit of Service re: the First Interim Fee Application in the SDNY Bankruptcy Court (.50)	0.50
10/22/12 JZ	Confer and correspond with working group regarding follow up related to service filing of First Interim Fee Application (.20)	0.20
10/23/12 JZ	Confer and correspond with working group regarding preparation of September Fee Statement (.10)	0.10
10/24/12 JZ	Confer and correspond with working group regarding preparation of September Fee Statement (.20)	0.20
10/25/12 PJB2	Confer with working group re: drafting amended disclosure statement of Steven Reisman re: additional disclosures to be made in connection with Curtis' retention application (.10)	0.10 ✓
10/25/12 PJB2	Draft amended disclosure statement of Steven Reisman re: additional disclosures to be made in connection with Curtis retention application (1.70)	1.70
10/25/12 PJB2	Follow-up with working group re: same (.10)	0.10 ✓
10/25/12 PJB2	Revise amended disclosure statement of Steven Reisman same pursuant to comments by M. Gallagher (.30)	0.30
10/25/12 PJB2	Correspond with S. Reisman re: amended disclosure statement of Steven Reisman (.10)	0.10
10/25/12 JZ	Review and revise draft of September Fee Statement (.30)	0.30
10/26/12 JZ	Confer and correspond with working group regarding preparation of September Fee Statement and issues related to same (.30)	0.30 ✓
TOTAL HOURS		45.90

February 05, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 3

	parties (.80)	
11/08/12 TF1	Review back-up materials provided by PNC Mortgage in support of their cure objection (.30)	0.30
11/08/12 TF1	Follow-up on PNC Mortgage and CitiMortgage's sale objection resolution (.30)	0.30
11/08/12 TF1	Participate in conference call with Blank Rome, counsel to PNC Mortgage, re: context for cure claims and questions regarding SBO assignments and assumption (.40)	0.40
11/08/12 TF1	Review research materials pertinent to omnibus reply to objection (.90)	0.90
11/09/12 SJR	Attend to reviewing of JPMorgan Objection and e-mails where Curtis will be acting on behalf of Residential Capital in connection with addressing JPMorgan Objection (1.30)	1.30
11/09/12 SJR	Attend internal e-mails and discussions regarding same (.60)	0.60
11/09/12 TF1	Review JPM's objection to assumption and assignment and emails re: negotiations with JPM counsel in preparation for taking over defense of JPM's objection from Morrison & Foerster for conflicts purposes (.70)	0.70
11/09/12 TF1	Draft emails to client and JPM counsel regarding coordination of preparation for taking over defense of JPM's objection from Morrison & Foerster (.40)	0.40
11/09/12 TF1	Prepare for call with client re: conflict party objections being handled by Curtis (.60)	0.60
11/09/12 TF1	Participate in conference call with client re: conflict party objections being handled by Curtis (.40)	0.40
11/09/12 TF1	Participate in "all hands" call on sale and assignment objections relating to Sale Motion (1.50)	1.50
11/09/12 TF1	Review additional information/contracts gathered in response to CitiMortgage's request for further information (1.30)	1.30
11/09/12 TF1	Attend to potential resolution of PNC Mortgage's objection, including review client analysis of cure claims, correspond with both client and PNC Mortgage counsel re: same and confer with PNC counsel re: same (1.70)	1.70
11/10/12 SJR	Review draft Reply to Sale Objections for matters being handled by Curtis as Conflicts Counsel (1.20)	1.20
11/10/12 TF1	Participate in conference call with working group re: analysis of objection reply in terms of addressing	0.40

✓

February 05, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 4

	issues raised by conflicts parties (.40)	
11/10/12 TF1	Review and edit draft reply to sale objections, including review and incorporate suggested changes from P Buenger and M. Gallagher as appropriate (3.60)	3.60
11/11/12 TF1	Review and revise chart of sale objection entries regarding conflicts parties (.70)	0.70
11/11/12 TF1	Draft email to CitiMortgage counsel regarding information request and resolution of objection (.30)	0.30
11/12/12 SJR	Analyze issues in connection with Sale/Assignment Objections raised by conflict parties and follow up regarding same (1.10)	1.10
11/12/12 TF1	Review latest draft of sale order (1.50)	1.50
11/12/12 TF1	Follow-up re: resolving objections to sale/assignment raised by conflicts parties, including conference calls with client regarding same, correspondence with conflicts parties and factual and legal investigation/analysis of issues raised by each party (3.20)	3.20
11/12/12 TF1	Confer with M. Crespo of Morrison & Foerster regarding background to JPM's objection to Sale Motion (.40)	0.40
11/12/12 MG8	Confer with working group regarding preparation of materials for hearing on Debtors' Sale Motion (.20)	0.20
11/13/12 SJR	Review Final Reply to Sale Objections (.70)	0.70
11/13/12 SJR	Participate in discussions regarding efforts to resolve Objections (.30)	0.30
11/13/12 TF1	Review filed Reply to Sale Objections for handling objections by counter-parties (.70)	0.70
11/13/12 TF1	Correspond and confer with J. Ruhlin re: treatment of JPM's contracts (.50)	0.50
11/13/12 TF1	Correspond and confer with CitiMortgage counsel re: resolving objection and follow-up re: same with working group (1.50)	1.50
11/13/12 TF1	Participate in conference call with PNC Mortgage counsel re: resolving PNC's objections and follow-up re: same (1.50)	1.50
11/13/12 TF1	Correspond with JPM counsel regarding resolving JPM's objections to sale (.30)	0.30
11/13/12 TF1	Review materials on contracts received from JPM and Morrison & Foerster (.70)	0.70

✓

February 05, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 5

11/14/12 TF1	Attend to resolution of PNC Mortgage's objections, including multiple calls with PNC counsel, review proposed sale order language, draft email memorializing resolution and correspond with client re: same (2.30)	2.30
11/14/12 TF1	Continue reviewing materials filed in support of sale motion in preparation for hearing (.50)	0.50
11/14/12 TF1	Discuss preparation for upcoming sale hearing with working group (.30)	0.30
11/14/12 TF1	Meet with working group to discuss JPM's contracts at issue in JPM's objection to assumption and assignment (.40)	0.40 ✓
11/14/12 TF1	Attend to resolution of JPM's objection, including draft email with proposed resolution (.80)	0.80
11/14/12 TF1	Correspond with Morrison & Foerster and client re: appropriate resolutions of objections to Sale Motion (.40)	0.40
11/14/12 TF1	Attend to resolution of CitiMortgage's Objection, including correspond with CitiMortgage counsel, client and Ocwen counsel on proposed resolution (.90)	0.90
11/15/12 SJR	Attend to issues regarding resolving Objections of CitiMortgage, PNC Mortgage, JPMorgan and others in connection with sale transactions (1.20)	1.20
11/15/12 TF1	Confer with working group regarding status of resolving objections with conflicts parties and preparation for sale hearing (.50)	0.50 ✓
11/15/12 TF1	Meet with working group re: preparation of hearing binders (.30)	0.30 ✓
11/15/12 TF1	Follow-up on resolutions of objections of CitiMortgage, PNC Mortgage and JPM Chase, including review of emails with draft resolution language with counsel for objecting parties and participate in conference calls re: same (1.20)	1.20
11/15/12 TF1	Review provisions of sale orders relevant to resolving objections and correspond with M. Gallagher re: same (.50)	0.50
11/16/12 TF1	Prepare material and arguments for sale hearing vis-a-vis conflict party objections (1.70)	1.70
11/16/12 TF1	Participate in call with Morrison & Foerster and Clifford Chance re: open issues for Sale Hearing (1.20)	1.20
11/16/12 TF1	Review proposed Sale Order and Committee Statement (.90)	0.90

February 05, 2013
Inv # 1562710
Our Ref # 062108-000400

Page 6

11/16/12 TF1	Attend to resolution of PNC Mortgage's objections, including emails and conference calls with counsel regarding same and follow-up with client and Morrison & Foerster re: same (2.10)	2.10	
11/16/12 TF1	Attend to resolution of CitiMortgage's objections, including emails with CitiMortgage regarding same, review CitiMortgage's new objection and confer with client re: CitiMortgage cure amount back-up (1.70)	1.70	
11/17/12 TF1	Participate in conference call with Morrison & Foerster and other professionals re: "open issues" in advance of Sale Hearing and resolution of objections, including those by conflicts parties (.70)	0.70	✓
11/18/12 TF1	Participate in multiple conference calls re: resolving objections to sale and assignment/assumption and other open issues with respect to sale hearing (1.70)	1.70	✓
11/18/12 TF1	Attend to emails re: potential resolution of objections by PNC Mortgage and CitiMortgage (.50)	0.50	
11/19/12 SJR	Attend to matters regarding efforts to resolve Objections of conflict parties in connection with Sale Hearing, review e-mails and follow up regarding same (2.30)	2.30	✓
11/19/12 TF1	Attend Sale Motion Hearing and attend to negotiation of resolution of objections and sale order language during breaks (8.10)	8.10	✓
11/19/12 TF1	Prepare for sale hearing, including review new proposed sale orders, updated objection charts and law for potential argument on objections raised by CitiMortgage (1.10)	1.10	
11/20/12 SJR	Attend to matters regarding resolving conflict party Objections in connection with Residential Capital sales (1.10)	1.10	✓
11/20/12 TF1	Attend continued Sale Hearing on modifications to Sale Order (2.40)	2.40	
11/20/12 TF1	Confer and correspond with counsel for PNC Mortgage and Morrison & Foerster re: issues surrounding language and implementation regarding SBO Servicers (.70)	0.70	
11/20/12 TF1	Correspond and confer with CitiMortgage counsel re: incorporating CitiMortgage into Sale Order and Residential Capital's refusal to pay CitiMortgage's fees (.80)	0.80	
11/20/12 TF1	Review and send suggested changes on draft sale order to Morrison & Foerster and review final sale order (1.60)	1.60	

February 06, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 7

11/21/12 TF1	Organize files from Sale Hearing and objections for records and possible future retrieval and use in responding to cure objections and proofs of claim (.50)	0.50	
11/27/12 TF1	Organize storage of emails/documents regarding Sale Hearing and objections for possible future use, especially in regards to resolving cure objections of conflict parties (.30)	0.30	✓
11/28/12 SJR	Review Residential Capital's Examiner draft response with respect to third-party releases and objections raised by conflict party in Examiner submission (.70)	0.70	✓
11/28/12 SJR	Attend to matters regarding claims to be brought in connection with reparation as requested by Morrison & Foerster related to Federal Home Loan Bank entities in responding to Examiner submissions (1.60)	1.60	
11/28/12 SJR	Review materials regarding responding to issues raised in connection with Ally receiving a third-party release and the related objections by conflict party in Examiner submission (1.70)	1.70	✓
11/28/12 TF1	Confer with M. Gallagher and A. Barrage re: conflicts' assignment concerning submissions to Examiner (.80)	0.80	✓
11/28/12 TF1	Confer with M. Beck, A. Barrage, and M. Gallagher re: resolution of concerns regarding SBO cure objections (.30)	0.30	
11/28/12 TF1	Attend to staffing matters and briefing associates on research tasks re: estate claims in connection with response to Examiner submissions (1.10)	1.10	
11/28/12 TF1	Review FHLB submission to Examiner (1.20)	1.20	
11/28/12 TF1	Begin review of key precedent/cases re: FHLB litigation (.40)	0.40	
11/28/12 TF1	Follow-up on CitiMortgage's requests and preparation for resolving cure objections of conflict parties (.50)	0.50	
11/28/12 MG8	Confer with T. Foudy regarding research in connection with response to Examiner related to submissions of conflict parties (.80)	0.80	✓
11/28/12 MG8	Attend to correspondence with A. Barrage and T. Foudy regarding assistance on response to Examiner in connection with FHLB submissions to Examiner (.30)	0.30	
11/28/12 MG8	Review research in connection with preparation of response to Examiner, as requested by Morrison & Foerster due to FHLB entity conflicts (2.50)	2.50	
11/28/12 MG8	Prepare for and participate in telephone conference with M. Beck, T. Foudy and A. Barrage with respect to	0.70	

February 05, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 8

	research and assistance in connection with response to Examiner and follow up with matters regarding same (.70)	
11/28/12 KAM	Review FHLB submission and begin drafting response regarding same (1.50)	1.50
11/28/12 KAM	Conduct research related to estate claims in connection with submissions to Examiner (2.10)	2.10
11/29/12 TF1	Review Morrison & Foerster's draft submission to Examiner responding to arguments made by conflicts parties and others (1.20)	1.20 ✓
11/29/12 TF1	Participate in call with Morrison & Foerster regarding handling cure claims (.80)	0.80
11/29/12 TF1	Call A. Barrage regarding arguments made by conflicts parties and others in Examiner submissions (.50)	0.50 ✓
11/29/12 TF1	Participate in call with A. Klein regarding arguments about certain contractual and other obligations in connection with Debtors' response to submissions to Examiner (.20)	0.20
11/29/12 TF1	Meet with K. Meehan to discuss results of research and drafting response to conflicts parties' submission to Examiner (.40)	0.40 ✓
11/29/12 TF1	Attend to matters concerning organization and staffing with respect to drafting response to conflicts parties' submission to Examiner (.40)	0.40 ✓
11/29/12 TF1	Participate in call with Morrison & Foerster regarding SBO transition issues pertinent to resolution of SBO cure claims (.50)	0.50
11/29/12 JFC	Search for complaint in Federal Home Loan Bank of Indianapolis vs. Bank of America Mortgage Securities for G. Spencer in connection with Examiner submission (.10)	0.10
11/29/12 JFC	Obtain copy of Complaint from USDC, SD of Indiana, via PACER computer system (.10)	0.10
11/29/12 MG8	Obtain and review proofs of claim filed by FHLB Boston, FHLB Chicago, FHLB Indianapolis from KCC and determine overlap with issues raised in Examiner submissions (1.20)	1.20
11/29/12 MG8	Participate in telephone conference with working group and A. Barrage to discuss research and issues for response to Examiner with respect to FHLB submission (.50)	0.50
11/29/12 MG8	Participate in meeting with Curtis team regarding research and drafting response to Examiner in	0.80

February 05, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 9

	connection with FHLB submission (.80)	
11/29/12 BMK	Conduct research re: various state law claims under Delaware law and individual creditors' ability to bring same (1.30)	1.30
11/29/12 BMK	Conduct research re: certain estate and/or bankruptcy claims in connection with preparing submissions to Examiner (1.10)	1.10
11/29/12 BMK	Confer with Curtis team re: research issues in connection with FHLB litigation and non-debtor releases as they relate to Examiner submission (.60)	0.60 ✓
11/29/12 BMK	Correspond with Curtis team re: research on fraudulent transfer claims under applicable state law (.30)	0.30 ✓
11/29/12 BMK	Conduct research re: status of fraudulent transfer claims under certain state laws as property of the estate and creditors' standing to assert same (1.30)	1.30
11/29/12 BMK	Correspond with Curtis team re: research findings regarding bankruptcy claims (.40)	0.40 ✓
11/29/12 BMK	Correspond with Curtis team re: additional research findings regarding bankruptcy claims (.30)	0.30 ✓
11/29/12 BMK	Correspond with K. Meehan re: research findings regarding status of certain state law claims under Delaware law and issues relating to same (.40)	0.40
11/29/12 BMK	Conduct research re: section 510(c) of the Bankruptcy Code and standing to assert same in connection with Examiner submissions (1.40)	1.40
11/29/12 JTW	Attend meeting with working group re: Debtors' Omnibus Response to Submission to Examiner (.60)	0.60 ✓
11/29/12 JTW	Conduct research for Debtors' Omnibus Response to Submissions to Examiner re: status of avoidance actions and certain state law claims (3.10)	3.10
11/29/12 GES	Review and analyze FHLB submission to Examiner regarding non-debtor claims (1.20)	1.20
11/29/12 GES	Review and analyze Complaints filed by FHLB for purposes of preparing submission to Examiner (2.60)	2.60
11/29/12 GES	Conduct legal research re: enjoining non-debtor claims (3.90)	3.90
11/29/12 GES	Confer with working group re: enjoining non-debtor claims (.40)	0.40 ✓
11/29/12 HH	Begin research on third party nondebtor releases in settlement agreement or plans of reorganization in connection with submission to Examiner (1.20)	1.20

February 05, 2013
 Inv # 1562710
 Our Ref # 062108-000400

Page 10

11/29/12 KAM	Confer with T. Foudy regarding FHLB response to Examiner (.40)	0.40
11/29/12 KAM	Confer with working group regarding FHLB response to Examiner (.30)	0.30 ✓
11/29/12 KAM	Confer with working group regarding response to FHLB submission to Examiner (.20)	0.20 ✓
11/29/12 KAM	Research and review research results from B. Kotliar and J. Weber in preparation for drafting inserts to Debtors' submission to Examiner (2.70)	2.70
11/29/12 KAM	Draft insert to response to FHLB submission to Examiner (6.70)	6.70
11/30/12 TF1	Review and edit subsequent draft of submission and send to Morrison & Foerster (1.90)	1.90
11/30/12 TF1	Participate in conference call with A. Klein and M. Gallagher regarding submission to Examiner and follow up re: same (.30)	0.30
11/30/12 TF1	Confer with G. Spencer re: indemnification argument/submission and incorporate comments regarding same for Morrison & Foerster (.60)	0.60
11/30/12 TF1	Review M. Gallagher's comments on Debtors' response to FHLB Examiner submission (.20)	0.20
11/30/12 TF1	Attend to correspondence regarding response to Examiner on certain jurisdiction-related arguments (.30)	0.30
11/30/12 TF1	Review and provide comments of initial draft of response to FHLB submission to Examiner (1.10)	1.10
11/30/12 MG8	Review and comment on drafts of insert prepared by Curtis in connection with responses to Examiner (1.20)	1.20
11/30/12 MG8	Review revised draft of omnibus response to Examiner provided by Morrison & Foerster and coordinate comments with Curtis team (.80)	0.80 ✓
11/30/12 MG8	Review caselaw cited in RMBS investors' submission to Examiner and subsequent history and correspond with Curtis team regarding same in connection with draft insert to response to Examiner (.60)	0.60 ✓
11/30/12 MG8	Review RMBS investors' submission to Examiner per request of A. Klein to assist with certain claims asserted that are similar to those of FHLB Parties and follow-up with Curtis team regarding same (.60)	0.60 ✓
11/30/12 MG8	Conduct additional research on issues relating to certain bankruptcy/estate claims in connection with	1.30



Curtis, Mallet-Prevost, Cole & Mosie LLP

ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 05, 2013

Inv. # 1562689
Our Ref. 062108-000410
SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

11/06/12	MGB	Participate in telephone conference with B. Tyson of Residential Capital regarding status of CMH Holding situation and follow-up with working group re: same (.30)	0.30	
11/07/12	TPS	Review CMH related issues and follow up with working group (.30)	0.30	✓
11/07/12	MGB	Participate in telephone conference with N. Rosenbaum to discuss status of CMH Holding situation and next steps and follow-up with Curtis team re: same (.60)	0.60	✓
11/07/12	JZ	Confer with working group regarding preparation of correspondence regarding CMH Holding issues (.10)	0.10	
11/07/12	JZ	Review files regarding CMH issue in preparation of correspondence regarding same (.50)	0.50	
11/07/12	JZ	Review and revise draft memorandum summarizing issues related to CMH (.50)	0.50	
11/08/12	MGB	Review documents related to CMH in connection with preparation of requested correspondence by Residential Capital (1.20)	1.20	
11/08/12	MGB	Review and revise draft memo summarizing CMH Holdings' situation and follow-up with Curtis team regarding same in connection with Curtis' role as conflicts counsel to the Debtors (1.30)	1.30	✓
11/08/12	JZ	Review and further revise draft memorandum providing details of CMH transaction and related issues (4.40)	4.40	
11/08/12	JZ	Correspond with T. Smith regarding comments to memorandum regarding CMH status (.10)	0.10	
11/08/12	JZ	Confer and correspond with working group regarding memorandum providing details regarding CMH transaction (.40)	0.40	✓
11/09/12	TPS	Follow up with working group on other open conflicts matters with respect to CMH Holdings (.10)	0.10	✓

February 05, 2013
 Inv # 1562669
 Our Ref # 062108-000410

Page 2

11/09/12	TPS	Review draft summary of CMH dispute (.80)	0.80
11/09/12	TPS	Confer with working group re: summary of CMH dispute (.20)	0.20 ✓
11/09/12	MG8	Review and comment on revised summary with respect to CMH Holdings' situation and follow-up with J. Zimmer regarding same (.60)	0.60
11/09/12	MG8	Correspond with N. Rosenbaum of Morrison & Foerster regarding status of CMH Holdings' situation (.20)	0.20
11/09/12	JZ	Confer and correspond with working group regarding comments to CMH summary (.10)	0.10 ✓
11/09/12	JZ	Confer with M. Gallagher regarding issues related to summary of CMH transaction (.50)	0.50
11/09/12	JZ	Review and revise draft summary of CMH transaction (2.30)	2.30
11/11/12	JZ	Review and revise draft correspondence regarding CMH (.60)	0.60
11/11/12	JZ	Correspond with working group regarding revisions to letter regarding CMH (.30)	0.30 ✓
11/12/12	SJR	Follow up regarding matters related to CMH issues in connection with Residential Capital (.60)	0.60
11/12/12	MG8	Attend to correspondence from Morrison & Foerster regarding preparation of correspondence regarding CMH and further revise document about CMH transaction and status of the issues relating to same (1.20)	1.20
11/12/12	PJB2	Confer with working group re: draft correspondence concerning CMH (.20)	0.20 ✓
11/12/12	PJB2	Review and revise draft letter re: CMH (.80)	0.80
11/12/12	JZ	Confer and correspond with working group regarding issues related to preparation of letter regarding CMH (.20)	0.20 ✓
11/12/12	JZ	Confer and correspond with working group regarding revisions to letter regarding CMH Holdings (.30)	0.30 ✓
11/12/12	JZ	Review and further revise draft letter regarding CMH (.90)	0.90
11/13/12	MG8	Attend to correspondence from L. Delehy and Morrison & Foerster regarding CMH Holdings and related correspondence (.20)	0.20
11/13/12	MG8	Participate in telephone conference with A. Klein of Morrison & Foerster regarding CMH Holdings' situation	0.20

February 05, 2013
 Inv # 1562669
 Our Ref # 062108-000410

Page 3

	(.20)		
11/13/12	JZ	Review and revise draft letter regarding CMH transaction (.30)	0.30
11/13/12	JZ	Correspond with M. Gallagher regarding revisions to CMH letter (.20)	0.20
11/14/12	MG8	Participate in telephone conference with working group regarding CMH and related correspondence (.20)	0.20
11/15/12	MG8	Attend to follow-up with A. Klein of Morrison & Foerster in connection with CMH's situation and follow-up with Curtis team re: same (.30)	0.30
11/15/12	JZ	Review and revise draft letter regarding CMH situation (.50)	0.50
11/15/12	JZ	Correspond with M. Gallagher regarding revisions to CMH letter (.30)	0.30
11/16/12	JZ	Attend to issues related to draft letter regarding CMH status (.10)	0.10
TOTAL HOURS			21.90

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	0.60	830	498.00
Turner P. Smith	Partner	1.40	830	1,162.00
Maryann Gallagher	Counsel	6.30	625	3,937.50
Peter Josef Buenger	Associate	1.00	425	425.00
James Zimmer	Associate	12.60	345	4,347.00
		21.90		\$10,369.50

TOTAL SERVICES \$10,369.50

TOTAL THIS INVOICE \$10,369.50



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NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 05, 2013

Inv. # 1562673
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

11/01/12 JZ	Confer and correspond with working group regarding preparation of September Fee Statement in accordance with UST Guidelines (.10)	0.10 R
11/02/12 JZ	Review and revise draft September Fee Statement in accordance with UST Guidelines (.60)	0.60 R
11/05/12 SJR	Confer with P. Buenger regarding Supplemental Declaration of Steven J. Reisman and matters related to same (.10)	0.10
11/05/12 PJB2	Review and revise Supplemental Declaration of Steven J. Reisman re: Curtis' connections with professionals in the Chapter 11 cases (.30)	0.30
11/05/12 PJB2	Confer with working group re: Supplemental Declaration of Steven J. Reisman re: Curtis' connections with professionals in the Chapter 11 cases and follow-up with S. Reisman re: same (.20)	0.20 ✓
11/05/12 AD	Update September 2012 Monthly Fee Statement per M. Gallagher's comments (.20)	0.20
11/05/12 JZ	Confer and correspond with working group regarding preparation of September Fee Statement (.10)	0.10 ✓
11/05/12 JZ	Review and revise draft of September Fee Statement in accordance with guidelines set by U.S. Trustee (.20)	0.20 R
11/06/12 AD	Revise the September 2012 Monthly Fee Statement in accordance with guidelines set by U.S. Trustee and follow up with J. Zimmer re: same (1.50)	1.50 R
11/06/12 JZ	Confer and correspond with A. Dreiman regarding preparation of September fee statement (.10)	0.10
11/07/12 JZ	Review and further revise draft September Fee Statement in accordance with U.S. Trustee guidelines(.20)	0.20 R
11/08/12 JZ	Confer and correspond with working group regarding preparation of September Fee Statement (.20)	0.20 ✓

February 05, 2013
 Inv # 1562673
 Our Ref # 062108-000700

Page 2

11/09/12	SJR	Confer with P. Buenger regarding comments to Supplemental Declaration of Steven J. Reisman (.10)	0.10	
11/09/12	SJR	Review and revise Supplemental Declaration in connection with retention of Curtis as Conflicts Counsel (.50)	0.50	
11/09/12	MG8	Attend to matters relating to finalization and service of the supplemental affidavit of S. Reisman and follow-up with working group re: same (.20)	0.20	✓
11/09/12	PJB2	Further revise the supplemental declaration of S. Reisman regarding retention application for Curtis as conflicts counsel to the Debtors and follow-up with S. Reisman re: finalization and filing of same (.50)	0.50	
11/09/12	AD	Attend to the transmission of the September 2012 Monthly Fee Statement to the Notice Parties (.70)	0.70	
11/09/12	AD	File the Supplemental Declaration of S. Reisman in the SDNY Bankruptcy Court per P. Buenger's request (.30)	0.30	
11/12/12	AD	Correspond with D. McFadden at Ally regarding the September 2012 Monthly Fee Statement, as well as related issues (.20)	0.20	
11/12/12	JZ	Confer and correspond with working group regarding preparation of October Fee Statement and issues related to same (.20)	0.20	✓
11/26/12	JZ	Confer and correspond with working group regarding preparation of October Fee Statement (.20)	0.20	✓
11/27/12	JZ	Review and further revise draft October Fee Statement in accordance with U.S. Trustee Guidelines (.20)	0.20	R
11/28/12	JZ	Review and revise draft October Fee Statement in accordance with U.S. Trustee Guidelines (.60)	0.60	R
11/29/12	JZ	Review and revise draft of October Fee Statement in accordance with U.S. Trustee Guidelines (.20)	0.20	R
11/29/12	JZ	Confer and correspond with working group regarding preparation of October Fee Statement (.10)	0.10	✓
11/30/12	JZ	Confer and correspond with working group regarding issues related to preparation of October Fee Statement (.20)	0.20	✓
TOTAL HOURS			8.00	

12/03/12	MG8	Review and comment on revised section of submission to Examiner addressing jurisdiction received from Morrison & Foerster team (1.10)	1.10
12/03/12	MG8	Research issues relating to plan releases in connection with response to Examiner for conflicts purposes (2.50)	2.50
12/03/12	MG8	Participate in call with Morrison & Foerster team and Curtis team to discuss remaining tasks for submissions to Examiner and follow-up with Curtis team re: same (1.30)	1.30
12/03/12	MG8	Correspond with Morrison & Foerster team regarding certain approaches to addressing particular claims and parties discussed in Debtors' responses to Examiner for conflicts purposes (.40)	0.40
12/03/12	BMK	Correspond with working group regarding research re: non-debtor releases in connection with Examiner submissions (.10)	0.10
12/03/12	BMK	Review section of Response to Steering Committee drafted by Curtis team (.30)	0.30
12/03/12	BMK	Conduct research relating to non-debtor releases in recent Second Circuit bankruptcy cases in connection with Examiner submissions (3.30)	3.30
12/03/12	BMK	Confer with working group re: researching non-debtor releases in plan confirmation context in connection with Examiner Submissions (.10)	0.10
12/03/12	BMK	Summarize research findings re: non-debtor releases in plan confirmation context in connection with Examiner submissions (2.20)	2.20
12/03/12	GES	Review case law in preparation for meeting with working group regarding Debtors' response to FHLB Submission to Examiner regarding third-party release (.70)	0.70
12/03/12	GES	Participate in meeting with working group and co-counsel regarding Debtors' response to FHLB Submission to Examiner for conflicts purposes (.50)	0.50
12/03/12	GES	Review and revise Debtors' Response to FHLB submission to Examiner (1.70)	1.70
12/03/12	GES	Conduct legal research re: Debtors' response to FHLB submission raised by conflict parties (2.10)	2.10
12/03/12	AD	Prepare FHLB Chicago, Boston, Dallas and Indianapolis Proof of Claim binders per G. Spencer's request (3.70)	3.70
12/03/12	HH	Conduct extensive research related to third party	6.20

March 12, 2013
 Inv # 1568378
 Our Ref # 062108-000400

Page 4

releases in connection with preparation of Debtors' responses to submissions to the Examiner for conflicts purposes (6.20)

12/03/12	KAM	Participate in conference with Morrison & Foerster re: submissions to Examiner for conflicts purposes (.70)	0.70
12/03/12	KAM	Review Morrison & Foerster's draft Omnibus Response to submissions to the Examiner (.40)	0.40
12/04/12	SJR	Review and revise submission to Examiner regarding FHLB claims and Metromedia insert (1.60)	1.60
12/04/12	TF1	Review FHLB arguments regarding third party releases and follow up with G. Spencer re: same (.40)	0.40
12/04/12	TF1	Review key third party release precedents for responding to conflict parties' arguments (1.10)	1.10
12/04/12	TF1	Review Ally Plan Support Agreement, proposed Ally Settlement Agreement and related documents for response to FHLB third party releases argument (1.50)	1.50
12/04/12	TF1	Review and edit insert to Omnibus Response on third-party releases (1.10)	1.10
12/04/12	TF1	Follow up with M. Gallagher re: insert to Omnibus Response on third-party releases (.20)	0.20
12/04/12	MG8	Review and comment on insert to Examiner submission related to third party release issues for conflicts purposes and follow-up with the working group to coordinate comments re: same (1.20)	1.20 ✓
12/04/12	MG8	Review and comment on summary chart of research relating to third party releases and follow up with working group re: same (1.70)	1.70 ✓
12/04/12	MG8	Review AFI Settlement Agreement and related documents in connection with drafting certain portions of submission to Examiner for conflicts purposes (1.10)	1.10
12/04/12	MG8	Follow-up with T. Foudy regarding AFI Settlement Agreement and related documents in connection with drafting certain portions of submission to Examiner for conflicts purposes (.20)	0.20
12/04/12	BMK	Research case law outside of Second Circuit for treatment of non-debtor releases in plan context (2.10)	2.10
12/04/12	BMK	Correspond with working group re: treatment of non-debtor releases in plans of reorganization in connection with Examiner Submissions (.60)	0.60 ✓
12/04/12	BMK	Confer with working group re: status of drafted response to Examiner from Morrison & Foerster and the project's next steps (.20)	0.20 ✓

March 12, 2013
 Inv # 1568378
 Our Ref # 062108-000400

Page 5

12/04/12	BMK	Confer with working group re: status of ongoing research re: non-debtor releases in the Second Circuit in connection with Examiner Submissions (.30)	0.30	✓
12/04/12	BMK	Review and comment on portion of current draft omnibus response to Examiner re: third party releases (.70)	0.70	
12/04/12	GES	Correspond with working group regarding third-party releases in connection with Examiner Submissions (.20)	0.20	✓
12/04/12	GES	Review and revise multiple drafts in opposition to FHLB submission to Examiner (2.20)	2.20	
12/04/12	GES	Confer with working group regarding draft responses in opposition to FHLB submission to Examiner (.10)	0.10	✓
12/04/12	GES	Confer with T. Foudy re: legal research regarding third-party releases in connection with Examiner Submissions (.40)	0.40	
12/04/12	GES	Review further legal research regarding third-party releases in connection with Examiner Submissions (.90)	0.90	
12/04/12	AD	Finish preparing the FHLB Chicago, Boston, Dallas and Indianapolis Proof of Claim binders per G. Spencer's request and provide same to G. Spencer and M. Gallagher (.80)	0.80	
12/04/12	HH	Continue research related to third party release issues, including internal conferences re: research thus far and review draft response re: Examiner for conflicts purposes (3.80)	3.80	
12/04/12	KAM	Review, revise and provide comments to Morrison & Foerster's draft insert for Omnibus Response for conflicts purposes (2.00)	2.00	
12/05/12	TF1	Review status of resolution of cure objections and review updated cure objection chart in connection with Debtors' Sale Motion (.40)	0.40	
12/05/12	TF1	Participate in call with Morrison & Foerster re: cure objections for conflicts purposes (.30)	0.30	
12/05/12	BMK	Confer with H. Hiznay re: status of research re: third party releases in connection with responses to Submissions to Examiner (.20)	0.20	
12/05/12	HH	Confer B. Kotliar re: status of research re: third party releases (.20)	0.20	
12/06/12	SJR	Follow up regarding matters related to reponse to FHLB submission to Examiner and review documents	1.10	

March 12, 2013
 Inv # 1568378
 Our Ref # 062108-000400

Page 6

	regarding same (1.10)	
12/06/12 TF1	Review underlying court decisions regarding FHLB in connection with their Examiner submission for conflicts purposes (.90)	0.90
12/06/12 TF1	Review new draft of submission to Examiner on third-party releases in response to conflict parties' submission (.40)	0.40
12/06/12 MG8	Review research and caselaw regarding releases, and follow-up with Curtis team regarding same (.60)	0.60
12/06/12 MG8	Review and comment on current draft of third party release section addressing submission of conflict parties of Examiner submission forwarded by Morrison & Foerster (.30)	0.30
12/07/12 SJR	Review materials regarding Third-Party Releases in connection with Examiner response on behalf of Debtors and follow up regarding same (.60)	0.60
12/07/12 TF1	Send to Morrison & Foerster comments on submission to Examiner on third-party releases objected to by conflict parties (.30)	0.30
12/07/12 TF1	Follow-up re: resolving cure objection by PNC Mortgage for conflicts purposes (.20)	0.20
12/07/12 TF1	Review Debtors' motions to extend exclusivity and to appoint mediator for potential conflicts purposes (.40)	0.40
12/07/12 TF1	Participate in conference call with A. Barrage re: response submission to Examiner on third-party releases (.30)	0.30
12/10/12 SJR	Briefly review submissions to Examiner by various parties with focus on issues addressed by Curtis as Conflicts Counsel (1.70)	1.70
12/10/12 TF1	Follow-up with working group on PNC Mortgage cure objection resolution and proofs of claims filed by conflict parties (.30)	0.30
12/10/12 TF1	Review and take notes on Examiner Submissions by SUNs and JSNs for conflicts purposes (2.70)	2.70
12/10/12 TF1	Review research on fiduciary duties and LLC for response to SUNs argument regarding same and review Residential Capital LLC's agreement in connection with same (1.60)	1.60
12/10/12 TF1	Confer with K. Meehan on drafting portions of response to SUNs and JSNs submissions (.40)	0.40
12/10/12 TF1	Participate in meeting with Curtis team to discuss research needed to draft portions of response for	0.50

✓

March 12, 2013
 Inv # 1568378
 Our Ref # 062108-000400

Page 8

SUN's submission to the Examiner (1.70)

12/10/12	JTW	Confer with working group re: certain claims that are property of the estate for the Debtors' response to the SUN's submission to the Examiner (.20)	0.20
12/10/12	JTW	Circulate research on certain estate claims to Curtis working group (.40)	0.40
12/10/12	HH	Meet with Curtis team to discuss new research projects in connection with Examiner response for conflicts purposes (.50)	0.50
12/10/12	HH	Conduct research re: certain arguments raised in connection with indenture agreements, in connection with response to submission to Examiner for conflicts purposes (5.30)	5.30
12/10/12	HH	Participate in call with Morrison & Foerster attorneys and Curtis team to discuss new research projects in connection with responses to Examiner (.50)	0.50
12/10/12	KAM	Review Morrison & Foerster's draft response to SUN and JSN submissions (.30)	0.30
12/10/12	KAM	Confer and correspond with T. Foudy regarding SUN and JSN submissions to the Examiner and responses to same and conduct necessary research related to same for conflicts purposes (1.20)	1.20
12/10/12	KAM	Review SUN and JSN submissions to the Examiner (2.50)	2.50
12/10/12	KAM	Confer with Curtis team regarding research assignments for response to SUNs/JSNs Examiner Submissions (.10)	0.10
12/11/12	TF1	Meet with K. Meehan to discuss drafting portions of response submissions to Examiner (.30)	0.30
12/11/12	TF1	Review and edit Curtis' insert to response to SUNs and JSNs submission along with balance of draft (3.60)	3.60
12/11/12	TF1	Begin review and edit of new complete draft of submission to Examiner (1.30)	1.30
12/11/12	MG8	Review research relating to certain arguments relating to indentures raised in certain submissions to Examiner (.40)	0.40
12/11/12	MG8	Participate in telephone conference with A. Klein and Curtis team regarding allocation of preparation of initial drafts of inserts to Debtors' submission to Examiner responding to submissions of certain noteholders (.30)	0.30
12/11/12	MG8	Review research relating to certain arguments relating to indentures raised in certain submissions to Examiner	0.70

✓

12/18/12	TF1	Attend to final review and sign-off on Omnibus Response to Examiner (.30)	0.30
12/18/12	TF1	Review draft of SBO servicer stipulation and comments thereto (.40)	0.40
12/18/12	TF1	Confer with M. Gallagher re: final comments to Omnibus Response to Examiner (.20)	0.20
12/18/12	MG8	Correspond with A. Barrage regarding final comments to Omnibus Response to Examiner (.20)	0.20
12/18/12	MG8	Review and provide final comments to Omnibus Response to Examiner and follow-up with T. Foudy re: same (4.20)	4.20
12/18/12	MG8	Confer with working group regarding final comments of Curtis to Omnibus Response to Examiner and related issues (.20)	0.20
12/18/12	KAM	Review and provide comments on draft Omnibus Response to Examiner for conflicts purposes (3.30)	3.30
12/20/12	TF1	Attend to final review, comments, and sign-off on Examiner Response to Steering Committee Submission (1.00)	1.00
12/20/12	MG8	Conduct final review and revision to Debtors' Response to Submissions of the Steering Committee and the Talcott Franklin Group in connection with Curtis' role as Debtors' conflicts counsel and transmit final comments to A. Barrage of Morrison & Foerster and correspond with B. Kotliar re: same (2.40)	2.40
12/20/12	MG8	Attend to correspondence from A. Barrage regarding completion of Response to Examiner with Respect to RMBS Trustees and Talcott Franklin Group and follow-up with Curtis team re: same (.30)	0.30
12/20/12	BMK	Review certain caselaw cited by response to Examiner for accuracy of statements (.20)	0.20
12/20/12	BMK	Ensure accuracy of citations in Debtors' submission to examiner (.10)	0.10
12/20/12	BMK	Correspond with M. Gallagher with findings re: citations in Debtors' submission to Examiner (.10)	0.10
12/20/12	KAM	Review Steering Committee Response and provide comments to same (1.00)	1.00
12/21/12	SJR	Follow up with Curtis team regarding matters related to mediation, status and next steps (.30)	0.30
12/21/12	SJR	Confer with T. Foudy regarding Debtors' plan mediation preparation (.10)	0.10

✓

March 12, 2013
 Inv # 1568378
 Our Ref # 062108-000400

Page 12

12/21/12	SJR	Confer with B. Kotliar re: Curtis' role in Debtors' plan mediation (.10)	0.10
12/21/12	TF1	Review email from S. Reisman on Debtors' plan mediation preparation and participate in conference call on same (.10)	0.10
12/21/12	BMK	Review and organize pleadings in case thus far for relevancy to upcoming plan mediation for conflicts purposes (3.30)	3.30
12/21/12	BMK	Confer with S. Reisman re: Curtis' role in Debtors' plan mediation (.10)	0.10
12/21/12	BMK	Coordinate document preparation with M. Rutman in connection with plan mediation (.40)	0.40
12/21/12	PJB2	Draft confidential mediation agreement, stipulation and agreed order providing for mediation re: Residential Capital's issues for conflicts purposes (1.80)	1.80
12/21/12	MR2	Assist B. Kotliar with preparation of compilation re: Pleadings and Submissions to the Examiner Relevant to Mediation, including researching relevant documents and organizing for attorney review for conflicts purposes (3.10)	3.10
12/26/12	TF1	Begin review of background materials in connection with preparation of materials/factual development for participation in plan mediation with respect to conflict issues (1.00)	1.00
12/26/12	TF1	Follow-up with M. Gallagher re: resolution of SBO cure objections of conflict parties prior to cure hearing (.30)	0.30
12/26/12	TF1	Confer with B. Kotliar re: preparation of materials/factual development for participation in plan mediation with respect to conflict issues (.50)	0.50
12/26/12	BMK	Confer with T. Foudy re: preparation of materials necessary for participation in plan mediation with respect to conflict issues (.50)	0.50
12/26/12	MR2	Continue to work extensively to prepare compilation of materials for S. Reisman and T. Foudy regarding submissions to the Examiner, per B. Kotliar's instructions (3.10)	3.10
12/27/12	TF1	Follow-up with Morrison & Foerster re: Citigroup's counsel on listing cure objection as adjourned for purposes of January 10th hearing (.30)	0.30
12/27/12	BMK	Correspond with Curtis team re: order appointing a plan mediator (.20)	0.20
12/27/12	BMK	Analyze RMBS settlement and accompanying plan	2.60

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

March 12, 2013

Inv. # 1563238
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

12/03/12 JZ	Review and revise draft October Monthly Fee Statement per US Trustee guidelines (.30)	0.30 R
12/04/12 JZ	Confer and correspond with working group regarding preparation of October Monthly Fee Statement and November Monthly Fee Statement to conform with US Trustee guidelines (.10)	0.20 V
12/05/12 JZ	Review and revise draft October Monthly Fee Statement to conform with US Trustee guidelines (.10)	0.10 R
12/06/12 AD	Begin preparing October 2012 Monthly Fee Statment in accordance with Interim Compensation Order and US Trustee guidelines (1.20)	1.20 R
12/06/12 JZ	Confer and correspond with working group regarding preparation of October and November Monthly Fee Statement per Interim Compensation Order and US Trustee guidelines (.10)	0.20 R
12/06/12 JZ	Review and revise draft October Monthly Fee Statement for compliance with applicable orders and guidelines of U.S. Trustee (.30)	0.40 R
12/07/12 MG8	Review summary of omnibus objection of United States Trustee to First Interim Fee Application and follow-up with working group regarding issues relating to the resolution of same (.50)	0.50 V
12/07/12 JZ	Attend to issues related to response to the United States Trustee's objection to the First Interim Fee Application (1.50)	1.50
12/07/12 JZ	Review and revise draft November Monthly Fee Statement in compliance with applicable orders and guidelines of the U.S. Trustee (.30)	0.30 R
12/07/12 JZ	Review and revise draft October Monthly Fee Statement in compliance with United States Trustee guidelines (.10)	0.10 R
12/10/12 MG8	Review Omnibus Objection of the United States	2.80

March 12, 2013
Inv # 1563238
Our Ref # 062108-000700

Page 2

	Trustee to First Interim Fee Applications in the Residential Capital Chapter 11 cases, review back-up materials and draft response to the United States Trustee with respect to same (2.80)	
12/10/12 JZ	Confer and correspond with working group regarding preparation of October and November Fee Statements (.10)	0.10 V
12/11/12 AD	Begin preparing the November 2012 Monthly Fee Statement tables and charts per applicable orders and guidelines of the U.S. Trustee (.50)	0.50
12/11/12 AD	Update October 2012 Monthly Fee Statement per M. Gallagher's comments and revisions per applicable orders and guidelines of the U.S. Trustee (.50)	0.50 R
12/11/12 JZ	Review and revise draft October Fee Statement in compliance with U.S. Trustee guidelines (.10)	0.10 R
12/11/12 JZ	Review and revise draft November Fee Statement in compliance with U.S. Trustee guidelines (.20)	0.20 R
12/11/12 JZ	Confer and correspond with working group regarding issues related to preparation of October and November Fee Statements (.10)	0.20 R
12/12/12 AD	Continue preparing the November 2012 Monthly Fee Statement tables and charts per U.S. Trustee guidelines (.30)	0.30
12/13/12 JZ	Review and revise draft November Fee Statement in compliance with U.S. Trustee guidelines (.20)	0.20 R
12/13/12 JZ	Confer and correspond with working group regarding preparation of November Fee Statement (.10)	0.10 R
12/17/12 MG8	Correspond with B. Masumoto regarding US Trustee's objections to Curtis' First Interim Fee Application and follow-up with working group re: same (.40)	0.40
12/17/12 MG8	Participate in telephone call with Judge Glenn's chambers regarding extension of time to respond to objection of US Trustee to Curtis' First Interim Fee Application and follow-up with B. Masumoto re: same (.20)	0.20
12/17/12 MG8	Attend to matters relating to preparation of materials for hearing on First Interim Fee Applications and follow-up with Curtis team re: same (.40)	0.40
12/17/12 PJB2	Prepare for upcoming hearing on Curtis' First Interim Fee Application by reviewing previous invoices, objection by United States Trustee and drafting script for hearing and follow-up with Curtis team re: same (1.90)	1.90

March 12, 2013
Inv # 1563238
Our Ref # 062108-000700

Page 3

12/17/12	PJB2	Confer with Curtis team upcoming hearing on Curtis' First Interim Fee Application, preparation for same and current United States Trustee's objections to same (.30)	0.30	✓
12/17/12	AD	Begin preparing "Documents for First Interim Fee Application Hearing" binders for M. Gallagher and S. Reisman (.60)	0.60	
12/17/12	JZ	Confer and correspond with working group regarding issues related to preparation of script for upcoming hearing regarding First Interim Fee Application (.20)	0.20	✓
12/18/12	SJR	Review Objection of U.S. Trustee to fee applications and various related emails, including, follow up regarding supporting documentation for fees, correspond regarding Curtis' explanation and settlement offer and acceptance of same by U.S. Trustee's Office to resolve Curtis' fee issues (2.30)	2.30	
12/18/12	PJB2	Update script for upcoming hearing on Curtis' First Interim Fee Application pursuant to resolved objection of U.S. Trustee and follow-up with Curtis team re: same (.40)	0.40	
12/18/12	PJB2	Review and revise correspondence to the United States Trustee's office re: Trustee's objection to Curtis' First Interim Fee Application and follow-up with Curtis team re: same (1.10)	1.10	
12/18/12	AD	Finish preparing and updating "Documents for First Interim Fee Application Hearing" binders for M. Gallagher and S. Reisman (1.00)	1.00	
12/19/12	MG8	Correspond with E. Richards of Morrison & Foerster regarding resolution of U.S. Trustee's objection to Curtis' First Interim Fee Application (.20)	0.20	
12/19/12	MG8	Review and revise outline for hearing on First Interim Fee Applications in Residential Capital Chapter 11 cases and related preparation for hearing (1.50)	1.50	
12/19/12	AD	Update October 2012 Monthly Fee Statement, specifically charts and tables, per M. Gallagher and J. Zimmer's request for compliance with U.S.T. Guidelines (1.00)	1.00	
12/19/12	AD	Update "Documents for December 20, 2012 10:00 a.m. Hearing Re: First Interim Fee Applications" for S. Reisman and M. Gallagher (1.00)	1.00	
12/20/12	SJR	Review First Interim Fee Application, time logs and other materials in preparation for today's hearing at the U.S. Bankruptcy Court Southern District of New York, First Interim Fee Application (1.30)	1.30	

March 12, 2013
 Inv # 1563238
 Our Ref # 062108-000700

Page 4

12/20/12	SJR	Review Objection of United States Trustee and terms of resolution of same in preparation for today's hearing (.40)	0.40
12/20/12	MG8	Review and revise October 2012 Monthly Fee Statement and follow-up with Curtis team re: same to ensure compliance with U.S.T. guidelines and Bankruptcy Court guidelines (.50)	0.50 R
12/20/12	AD	Update October 2012 Monthly Fee Statement in compliance with U.S. Trustee guidelines per J. Zimmer's request (.50)	0.50 R
12/21/12	AD	Finalize and transmit the October 2012 Monthly Fee Statement and confer with working group throughout the day regarding same (.50)	0.50 ✓
12/26/12	MG8	Attend to final review, sign-off and submission of October 2012 Monthly Fee Statement in compliance with US Trustee procedures and as outlined in Interim Fee Order (.60)	0.60

TOTAL HOURS 26.10

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	4.00	830	3,320.00
Maryann Gallagher	Counsel	7.10	625	4,437.50
Peter Josef Buenger	Associate	3.70	425	1,572.50
James Zimmer	Associate	4.20	345	1,449.00
Alana Dreiman	Legal Assistant	7.10	230	1,633.00
		26.10		\$12,412.00

TOTAL SERVICES \$12,412.00

TOTAL THIS INVOICE \$12,412.00